

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

WAYNE BALIGA, derivatively on behalf of
LINK MOTION INC. (F/K/A NQ MOBILE INC.)

Plaintiff,

-against-

LINK MOTION INC. (F/K/A NQ MOBILE INC.),
VINCENT WENYONG SHI, JIA LIAN, XIAO YU,

Defendants,

-and-

LINK MOTION INC. (F/K/A NQ MOBILE INC.),

Nominal Defendant.

1:18-cv-11642-VM-VF

**DECLARATION OF
LILIN “FRANCIS” GUO**

LILIN “FRANCIS” GUO, pursuant to 28 U.S.C. §1746, declares as follows:

郭力麟 (“Francis”), 依据 28 U.S.C. §1746 之规定, 声明如下:

1. My name is Lilin “Francis” Guo. I am a citizen of the People’s Republic of China (“PRC”). I am a representative of Mr. Robert W. Seiden (the “Receiver”), in his capacity as the court-appointed receiver over defendant, Link Motion Inc. (“LKM” or the “Company”) in the PRC. In April 2019, the Receiver appointed me as the legal representative of an LKM subsidiary, NQ Mobile (Beijing) Co., Ltd., a wholly foreign owned entity (the “WFOE”) in the PRC. I submit this declaration in response to defendant Vincent Wenyong Shi’s (“Shi”) motion (by order to show cause) to enjoin the Receiver from proceeding with any extraordinary general meetings (the “EGMs”) (the “Motion”; ECF 421).

我是郭力麟 (“Francis”), 中华人民共和国 (“中国”) 公民。我是 Robert W. Seiden 先生 (“代管人”) 在中国的一名代理人。Robert W. Seiden 先生是作为法院指派的本案中被告 Link Motion Inc. (“LKM” 或者 “公司”) 的代管人的身份委派的我。在

2019年4月，代管人任命我为LKM的一家分公司－网秦无限（北京）科技有限公司的法定代表人。该公司是LKM在中国的外资独资子公司（“WFOE”）。我提供这份声明来回复史文勇（“Vincent”）（“史文勇”）要求禁止代管人召开股东特别大会（“EGMs”）的动议（紧急应答申请）（“动议”；ECF 421）。

My Shareholder Position in LKM 我在LKM中的股东身份

2. I am one of LKM's largest original shareholders. Before February 2018, I was holding more than 3,000,000 LKM ADSs, which were valued far beyond \$10 million at that time. Between February 1, 2018, and April 25, 2018, I purchased an additional 940,198 LKM American Depositary Shares (“ADSs”), which are equivalent to 4,700,990 LKM Class A common shares, for \$1,856,628.19.¹

我是LKM最大的早期股东之一。在2018年1月之前，我持有至少超过300万份LKM的ADSs股权，在当时，其总体价值远超1000万美元。在2018年1月1日至2018年4月25日之间，我以1,856,628.19美金的价格，额外购入了940,198股LKM的美国存储股票（“ADSs”），等同于4,700,900股LKM的A类普通股。

3. Shi knew about my shareholder position (one of the largest shareholders) at LKM. In the beginning of February 2018, with Shi's offer, LKM and I entered into a consulting agreement (the “Consulting Agreement”) to which *Shi was one of the signatories*. (See page 9 of Exhibit 1) Exhibit 2 of the Consulting Agreement expressly listed the 940,198 ADSs I purchased

¹ I hold LKM ADSs through a securities account associated with Guotai Junan (Hong Kong) Limited. However, due to LKM's delisting, my securities account has not been used for a long time and has been designated as an inactive account. Therefore, I was unable to download my LKM ADS stock certificates (or full purchase record) at the time I prepared this declaration.

我是通过国泰君安（香港）有限公司的股票账户持有的LKM的ADSs。但是由于LKM的退市，我的账户已经很久没有使用了并且被划分为不活跃账户。因此，在准备本声明的时候，我无法下载我的LKM ADSs的凭证（或者购买记录）。

at that time. Later, in or about September 2018, I provided LKM with a record showing my purchase of 940,198 LKM ADS. LKM further inserted its official seals on the records to recognize my purchase record. I am attaching a true and accurate copy of the Consulting Agreement as **Exhibit 1** to this declaration.

史文勇知晓我是 LKM 的最大的股东之一。在 2018 年 2 月初，经史文勇的邀约，LKM 和我签署了一份顾问协议（“顾问协议”）其中包含一份“股权回购的协议”作为该顾问协议的附件二。史文勇正是该顾问协议的签字人之一（请看本声明附件 1 的第 9 页）。随后在 2018 年 9 月左右，我向 LKM 提供了我购入 940,198 LKM ADSs 的记录，LKM 在我提供的购入记录上加盖了公司公章。真实且准确的顾问协议的复印件作为本声明的附件 1 提供。

The Disappearance of the Company's Cash **公司现金的消失**

4. Since my appointment as the Receiver's representative, I have been working tirelessly and relentlessly on the Receiver's behalf in the PRC. In April of 2018, in order to secure and preserve LKM funds and in accordance with the shareholder resolution made by Link Motion International Limited in Hong Kong (a subsidiary of LKM), the Receiver appointed me as the legal representative of NQ Mobile (Beijing) Co., Ltd. the WFOE in the PRC. The WFOE's previous legal representative was Zemin Xu (“Xu”), Shi's associate.

自我被任命以来，我一直在中国为代管人不懈地努力工作。在 2018 年 4 月，为了确保 LKM 的资金安全并根据香港 Link Motion International Limited（LKM 的子公司）的股东会决议，代管人任命我为网秦无限（北京）科技有限公司，即，WFOE 的法定代表人。该 WFOE 的前任法定代表人是许泽民（“许泽民”），他是史文勇团队的一员。

5. On April 18, 2019, I communicated with China Merchants Bank (“CMB”) and requested CMB to change WFOE’s official seal, cancel Shi’s authority to access and use WFOE’s bank accounts, and update digital keys related to WFOE’s bank accounts.

在 2018 年 4 月 18 日，我与招商银行（“招行”）沟通并要求更改 WFOE 的留档公章，取消史文勇访问和使用 WFOE 银行账户的权限，并要求更新 WFOE 银行账户相关的数字密钥。

6. Xu immediately filed numerous suits against WFOE before the People’s Courts. I was unable to access WFOE’s CMB bank accounts during the pendency of Xu’s lawsuits. The legal battles between Xu and WFOE resulted in court decisions in favor of WFOE. Thus, I finally had the opportunity to access WFOE’s CMB bank accounts in June 2020.

许泽民立即向法院提起了针对 WFOE 数个诉讼。在许泽民的诉讼期间，我无法访问 WFOE 在招行的账户。许泽民和 WFO 法律缠斗最终以法院做出有利于 WFOE 的判决而结束。因此，在 2020 年 6 月左右，我终于有机会访问 WFOE 在招行的账户。

7. After a close review of WFOE’s CMB bank statements, my professional team and I identified 29 transactions between May and November of 2019 (before I had access to these accounts), in which Shi used now-nullified seals and digital banking keys to transfer 626 million Renminbi (“RMB”) (at the time valued at over \$89 million U.S. dollars) to a company named “Beijing NQ Mobile Technology Limited” (a wholly owned subsidiary of LKM that Shi is still controlling).²

² As I previously reported to the Court, in or about April 2019, Shi forced the majority of WFOE employees to leave their position, ransacked the Company’s office in Beijing and removed the Company’s financial documents, took the Company’s business license, digital banking keys, and company seals. See ECF 239-1.

正如我之前向法院报告的那样，在 2019 年 4 月左右，史文勇强迫 WFOE 的大部分员工离职，洗劫了公司在北京的办公室并拿走了公司的财务文件，拿走了公司的营业执照、数字银行密钥和公司公章。见 ECF239-1

我与我的团队成员仔细调查了 WFOE 的招行账户对账单之后，我发现在 2018 年 5 月至 11 月之间（在我有权访问这些账户之前）存在 29 笔交易。这些交易中，史文勇使用现在已经作废的公章和银行数字密钥向一家名为北京网秦移动科技有限公司（该公司是 LKM 的子公司，但是仍由史文勇完全控制）的公司转账了 6.26 亿人民币（当时价值超过 8900 万美元）。

Expenses That I Incurred on Behalf of the Receivership in the PRC
 代管人程序在中国产生的费用

8. In 2019, excluding my salary³, I spent approximately 2,200,000 RMB for the benefit of LKM to carry out the Receiver's work and effort in the PRC. These expenses are summarized in the chart below.

在 2019 年，不包括我工资的情况下，我为 LKM 的利益花费了约 2,200,000 人民币，用于在中国开展代管人工作。这些费用在下表中进行了概括。

Category 类别	Description of Expenses and Costs 费用的描述	Expenses and Costs (in RMB) 支出和花费
Office Equipment 办公设备	purchase office staff; purchase office computers; purchase computer programs/application licenses; purchase office phone; purchase office laptops, and purchase office desks, etc. 购置办公物品；购买办公电脑；购买电脑软件许可；购买办公电话；购买办公笔记本电脑；购买办公桌	Approximately 3,9217.89 大约 3,9217.90 元
Office Rent 办公室租赁	office rent; rent deposit; utilities; internet services; maintenance services 办公室租金；租金押金；水电费；互联网服务；办公室维修	Approximately 576,763.7 大约 576,763.7 元
Travel, Food, Express Service	employee travel expenses; food	Approximately 139,089.0

³ My salary is \$15,000 per month. Thus, my total salary for 2019 was \$75,000, which is equivalent to RMB 517,500.

我的工资为每月 1.5 万美金。因此，我在 2019 年的工资总额为 75,000 美元，相当于 517,500 人民币。

差旅, 食宿, 快递费用	reimbursement; express delivery services; 员工差旅费用, 食宿补贴, 及快递费用	大约 139,089.0
Professionals 聘请专业人员	payments attorneys; payments to accountants; payments to translators 向律师、会计和翻译等专业人员付款	Approximately, 1,304,145 大约 1,304,145
Salary 工资	salary, employee insurance and social security 工资, 员工保险和社保	Approximately, 53,511.58 大约 53,511.58

9. I am attaching the invoices, VAT invoices⁴, wire transfer records, bank transfer receipts, and vendor receipts related to my expenditures in 2019 on behalf of the Receivership in the PRC as Exhibit 2 to this declaration.

我将 2019 年与代管人程序在中国的支出有关的发票、增值税发票、电汇记录、银行转账收据和供应商收据作为本声明的附件 2 提供。

10. In 2020, excluding my salary⁵, I spent approximately 3,298,217.5 RMB for the benefit of LKM to carry out the Receiver's work and effort in the PRC. These expenses are summarized in the chart below.

在 2020 年, 不包括我个人的工资, 为 LKM 的利益花费了约 3,298,217.5 人民币, 用于在中国开展代管人工作。这些费用在下表中进行了概括。

⁴ China operates a centralized invoicing system, known as the Golden Tax System, which requires companies to issue invoices on government certified software, using pre-numbered invoices and government-approved printers. The issuance of approved VAT invoices in China is strictly controlled by the tax authorities. Pre-approved paper invoices, *fapiao*s, are provided by the Golden Tax System. It enables the government to track VAT payments and compliance with VAT regulations, and it provides proof of the purchase of goods or services. See <https://www.fidichina.com/blog/fapiao-invoice-in-china-and-taxes/>

中国实行中央政府开票制度, 即, 所谓的税金系统, 要求公司必须使用政府认证的软件、预写编号的发票纸和特制的打印机开具发票。在中国, 批准的增值税发票的开具有税务机关严格管控。预写编号的发票纸, 发票, 是由税金系统提供的。见 <https://www.fidichina.com/blog/fapiao-invoice-in-china-and-taxes/>

⁵ My salary is \$15,000 per month. Thus, my total salary for 2020 was \$180,000, which is equivalent to RMB 1,164,422

我的工资为每月 1.5 万美金。因此, 我在 2020 年的工资总额为 180,000 美元, 相当于 1,164,422 人民币。

Category 类别	Description of Expenses and Costs 费用的描述	Expenses and Costs (in RMB) 支出和花费
Office Rent 办公室租赁	office rent; rent deposit; utilities; internet services; maintenance services 办公室租金; 租金押金; 水电 费; 互联网服务; 办公室维修	Approximately, 515,670.4 大约 515,670.4
Travel, Food, Express Service 差旅, 食宿, 快递费用	employee travel expenses; food reimbursement; express delivery services; 员工差旅费用, 食宿补贴, 及快 递费用	Approximately 17,025.97 大约 17,025.97
Professionals 聘请专业人员	payments attorneys; payments to accountants; payments to translators 向律师、会计和翻译等专业人员 付款	Approximately, 2,544,449 大约 2,544,449
Salary 工资	salary, employee insurance and social security 工资, 员工保险和社保	Approximately, 220,699.1 大约 220,699.1

11. I am attaching the invoices, VAT invoices, wire transfer records, bank transfer receipts, and vendor receipts related to the Receiver's expenditures in 2020 in the PRC as **Exhibit 3** to this declaration.

我将 2020 年与代管人程序在中国的支出有关的发票、增值税发票、电汇记录、银行转账收据和供应商收据作为本声明的附件 3 提供。

12. In 2021 (through June 30), excluding my salary⁶, I spent approximately 1,440,604 RMB for the benefit of LKM to carry out the Receiver's work and effort in the PRC. These expenses are summarized in the chart below.

2021 年（截至 6 月 30 日），不包括我工资的情况下，我为 LKM 的利益花费了约 1,440,604 人民币，用于在中国开展代管人工作。这些费用在下表中进行了概括。

⁶ My salary is \$15,000 per month. Thus, my total salary for 2021 (till June 30) was \$90,000, which is equivalent to RMB 581,400.

我的工资为每月 1.5 万美金。因此，我在 2021 年（截至 6 月 30 日）的工资总额为 90,000 美元，相当于 581,400 人民币。

Category 类别	Description of Expenses and Costs 费用的描述	Expenses and Costs (in RMB) 支出和花费
Office Rent 办公室租赁	office rent; rent deposit; utilities; internet services; maintenance services 办公室租金; 租金押金; 水电 费; 互联网服务; 办公室维修	Approximately, 291,176.7 大约 291,176.7
Travel, Food, Express Service 差旅, 食宿, 快递费用	employee travel expenses; food reimbursement; express delivery services; 员工差旅费用, 食宿补贴, 及快 递费用	Approximately 22,348.94 大约 22,348.94
Professionals 聘请专业人员	payments attorneys; payments to accountants; payments to translators 向律师、会计和翻译等专业人员 付款	Approximately, 979,318.5 大约 979,318.5
Salary 工资	salary, employee insurance and social security 工资, 员工保险和社保	Approximately, 147,740 大约, 147,740

13. I am attaching the invoices, VAT invoices, wire transfer records, bank transfer receipts, and vendor receipts related to my expenditures in 2021(through June 30) on behalf of the Receivership in the PRC as **Exhibit 4** to this declaration.

我将 2021 年与代管人程序在中国的支出有关的发票、增值税发票、电汇记录、银行转账收据和供应商收据作为本声明的附件 4 提供。

14. I understand that I submitted two charts summarizing my expenses and costs between 2019 and June 30 of 2021 were 9,382,061 RMB. ECF 419-3 and 8. The documented expenses and costs in this Declaration were approximately 9,200,143.5 RMB. Thus, there are approximately 181,918 RMB differences because I only provided the invoice, VAT invoices, wire transfer records, bank transfers, receipts, and vendor receipts that were over 1000 RMB (approximately \$140) for the years 2020 and 2021. A full record will be provided upon the Court's request.

我理解我此前提供的表格显示我在 2019 年至 2021 年 6 月 30 日之间为代管人程序在中国产生的支出为 9,200,143.5 元。与本声明有关的，由书面材料证明的费用和支出总额大约为 9,200,143.5 元。因此，存在大概 181,918 元左右的缺口。这是因为我只提供了 2020 和 2021 年中单笔花费超过 1000 元（大约 140 美金）的发票、增值税发票、电汇记录、银行转账收据和供应商收据。依据法院的要求，我将提供全部记录。

15. I provided funds to LKM in addition to the \$1.5 million loan in the second half of 2021 to continue the Receiver's efforts in the PRC to chase and recover the Company's assets.

在提供给 LKM 的 150 万美金的贷款之外，在 2021 年，我还向 LKM 提供了额外的资金以继续代管人在中国的工作，包括查找和收回公司的资产。

16. As a consequence of Shi's removal of the WFOE's employees, I have to face hundreds of employment litigations commenced by WFOE's previous employees, and Shi left no funds in WFOE's bank accounts to settle these disputes. Indeed, because of these unsettled employment litigations, I, as the legal representative of the WFOE, am subject to numerous strict restrictions on high expenditure orders issued by different people's courts. I am unable to take any flights, stay in a hotel with stars, purchase or renovate any properties including ones I already own, purchase any vehicle, rent a high-end business office, take a vacation, or purchase any larger amount financial products (over ~50,000 RMB).⁷ For details, please see the restraining orders.

⁷ See Article 2 of Supreme People's Court's Several Provisions on the Restricting High-Spending and Related Spending by Persons Subject to Enforcement at <https://www.chinalawtranslate.com/en/supreme-peoples-courts-several-provisions-on-the-restricting-high-spending-and-related-spending-by-persons-subject-to-enforcement/>

见 中国最高人民法院关于限制被执行人高消费的若干规定，第二条。参考 <https://www.chinalawtranslate.com/en/supreme-peoples-courts-several-provisions-on-the-restricting-high-spending-and-related-spending-by-persons-subject-to-enforcement/>

作为史文勇强行解雇 WFOE 的员工后果，我不得不对面 WFOE 前员工发起的，多达数百起的劳工诉讼，然而，由于史文勇没有给 WFOE 留下任何资金，我也没资金来解决这些诉讼。事实上，由于这些未解决的劳工诉讼，我作为 WFOE 的法定代表人受到了多个人民法院发出的严格的限制高消费令。我不能乘坐任何航班，不能入住星级酒店，不能购买或者专修任何房产（包括我已有的房产），不能租用高档办公室，不能度假，不能购买任何大额金融产品（超过约 5 万人民币）。具体内容，见消费限制令。


17. I am suffering a significant burden by acting as Receiver's agent in the PRC and my family and I are subject to the above-mentioned restrictions on high expenditure. I have been diligently and relentlessly working on this matter since the first day of my appointment. I have spent uncountable hours investigating and tracking the Company's assets, appearing before numerous courts in Beijing to respond to Shi and his associates' meritless lawsuits, and fighting with Shi's false assertions.

作为代管人在中国的代理人，承受着巨大的负担，我和我的家人都受到了上述限制高消费令的影响。从我被任命的第一天起，我就一直孜孜不倦地处理着代管人的事宜。我花费了不计其数的时间来调查和追踪公司的资产，在北京诸多法院出庭回应史文勇和他的同伙的无理诉讼，并持续与史文勇的不实陈述斗争。

I do not speak, read, or write English. This Declaration has been translated into Mandarin Chinese. I understand its content. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

我不会说、读或书写英语。本声明已经被翻译成中文。我明白它的内容。我在美利坚合众国法律规定的伪证处罚下声明，上述声明内容是真实和正确的。

Dated: June 1, 2023



Lilin "Francis" Guo